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REVIEWS.

THE CONFLICT OF JUDICIAL DECISIONS. By William H. Bailey. Baltimore: M. Curlander. 1 vol. 8vo. lxxxvii and 445 pages. 1888.

This book is based upon a good idea, namely, the endeavor to state in a compact form the views held in the different States of this country and in England upon the more important of the many undecided points of law upon which there is still conflict, with a full citation of authorities, arranged by States, and short notes and suggestions by the author. The subjects treated embrace such familiar topics as: Alteration of Instruments; Comparison of Handwriting; Sunday Contracts; Intensity of Proof; Limitations; Separate Estate of Married Women, and Railway Law; with about twice the number of less important subjects. The scheme of the work indicates its field of usefulness to the practitioner engaged in studying one of these doubtful questions, upon which the various authorities have hitherto been widely scattered and are now for the first time collected in one volume. It is also eminently useful in looking up the law of another State upon any one of these subjects. It seems to be, what the author trusts it may prove, "a time-saver in the search for the law."

The book, being based on so good an idea, is a fairly good book; it might be better. The execution of the idea is not equal to the idea itself.

The introductory notes and comments by the author are short, suggestive, and to the point. The foot-notes are, we regret to say, somewhat marred by such occasional specimens of quasi-wit as the following comment upon a case of Sunday contract: "This case operates as a warning to those who follow the habit of our great dead captain, in always buying their Sunday cigars the night before. The court, though, with a 'charity that passeth all understanding,' holds that an innkeeper, or, according to the fashionable American nomenclature, hotellist, may, in conjunction with his business, keep open a cigar stand on Sunday! As a smokist we admire, as a lawyer we hold our peace." Such wit, if wit it be, is decidedly out of place in a law-book designed for the use of practitioners.

This book is designed as an eminently practical book, if anything. Two or three criticisms should therefore be made upon its construction.

First: the index is poor. An extreme example of its sometimes erratic logical subdivisions is the fact that the relations of a crew to the master of a vessel is found indexed under the heading of "Railway Law." The question as to whether various employees are fellow-servants is scattered in a most confusing manner through this whole subject of "Railway Law," instead of being grouped under one subdivision of fellow-servants. Second: the arrangement of cases is singularly bad. There is no pretence of following chronological order, the cases in each State being thrown together in a haphazard way, which renders it necessary to read through the entire note in order to find the latest case on any subject. Third: it does not seem necessary to cite *every* case in each State upon any given point, as the author has done, making the book unnecessarily large. A little extra care expended by him in selecting the later cases which contain reference to

earlier cases in the same State, and citing these only, would render the book just as useful as at present, and certainly handier.

Two commendable practical features of the book are the discarding of the phrases *supra* and *infra* in the citation of cases, with the full citation of every case wherever necessary; and also the list which is given, of pivotal or leading cases.

The book, on the whole, contains much valuable matter, is based on a good idea, is full, accurate, and suggestive; the defects indicated, however, seriously mar its usefulness.

E. T. S.

A TREATISE ON THE LAW OF CORPORATIONS OTHER THAN MUNICIPAL. By Thomas W. Waterman. New York: Baker, Voorhis, & Co., 1888. 2 vols. 8vo.

Corporations have increased so rapidly in number and importance during the past twenty-five years, that a thorough knowledge of their origin and development is indispensable to the successful solution of the many difficult problems with which the corporation lawyer of to-day has to deal, and the legal profession as a whole must welcome the publication of a work which is the result of many years of labor and study upon this subject by so eminent a writer as Mr. Waterman.

The large and clear type of the book before us and the tasteful arrangement of its subject-matter create, at the first glance, a favorable impression on the reader. The text of the book has been carefully prepared, comparisons being made and distinctions drawn without any unnecessary or superfluous wording, leaving, in a large measure, case illustration to foot-notes. A table of cases and a good index give the book, in form, at least, an air of completeness.

The author begins with the definition of a corporation, and in that connection emphasizes the fact that a corporation must be considered not as an absolute fiction, but as a tangible fact, a legal person, having an existence separate and distinct from the persons composing it. Then follow the fundamental distinctions between a corporation and a partnership, which are clearly drawn, though the notion that "community of profit is the criterion by which to ascertain whether a contract is really one of partnership," sounds a trifle antiquated, founded as it is upon cases like *Waugh v. Carver*, 2 H. Bl. 235. There was but a shadow of this theory left after the decisions of *Cox v. Hickman*, 8 H. L. C. 268, and *Bullen v. Sharp*, L. R. 1 C. P. 86; and the doctrine is now wholly overthrown in England by the late case of *Badeley v. Consolidated Bank*, 38 Ch. Div. 238, referred to in the note department of this issue of the REVIEW.

In our small space it is impossible to review in detail all the valuable features of this work, but we would call attention to the chapters on "Subscriptions for assessments upon and transfer of stock," and "Corporate liability for wrongs," which are treated with special fullness. There is also much interesting historical matter in the book which is an invaluable aid to an intelligent understanding of the present law, *e.g.*, the history of the corporate seal, which shows a gradual relaxation by the courts in applying the strict common-law rule, requiring all instruments executed by a corporation to be under seal.

We can heartily recommend this work to all who are interested in corporate law, not only because it is the latest exposition of the subject, but also for its intrinsic worth.

A. E. M.